

An entirely new Article XI for the GPBR Bylaws
addressing Chapter associated seats on the Board of Directors

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Board of Directors.

The governing body of the Board shall be a Board of Directors consisting of no less than nine (9) elected REALTOR® Members; no less than ten (10) members if the Immediate Past President is serving beyond the elected term; no less than eleven (11) members if the President-Elect is serving the last year of the term as an elected director, as election to President shall automatically extend the directorship one (1) or two (2) years. (See Article XI, Section 3) The Board of Directors shall be composed of the following:

- (a) Three (3) REALTOR® At-Large Association Members shall be elected each year for terms of three (3) years each to fill the expiring terms on the Board of Directors.
- (b) Two (2) REALTOR® At-Large Members shall serve on the Board of Directors each year from within each duly formed Chapter of the Association.
 - i. The first year a chapter is formed terms will be for one (1) and two (2) years
 - ii. After the first year of Chapter formation, election will be for staggered two-year terms
 - iii. Those deemed elected will be determined as described in Article XI Section 6(i)
- (c) All duly elected Chapter Presidents
- (d) An annually elected affiliate member (one-year term)
- (e) Partial terms (one or two years) as Director, due to a vacancy filled in accordance with Section 6, shall be nominated and elected in the same manner as contained in Section 3 of this Article.
- (f) The term of office for each Director shall commence on January 1 following election. Each Director shall continue to serve until a successor is duly qualified and elected. No Director shall be elected to or serve more than eight (8) consecutive years on the Board of Directors.
- (g) Any Director found in violation of the Code of Ethics, during his or her term on the Board of Directors must, immediately resign his or her position on the Board of Directors
- (h) It is the desire of this membership to have its Board of Directors representative of a broad segment of the membership and firms, and not limited nor structured in any way to be dominated by any person, family interest, or company. Therefore, there shall be no more than two elected Directors from any one firm, partnership, or corporation serving on the Board of Directors at the same time.
- (i) Members of the Association holding elected office on the Board of Directors or are serving as an officer of the State or National Association of REALTORS® are to be full members of the Board if they agree to serve.

Section 2. Duties and Authority of Directors. The Board of Directors shall be obligated to implement and enforce the Bylaws and shall have the authority to make interpretations thereof.

Section 3. Officers. Officers of the Board shall be a President, President-Elect, the Secretary, and Treasurer, each elected and willing to serve for a one-year term.

- (a) The election of officers shall take place at the first meeting of the Directors after the election.
 - a. Eligible to vote for officers are all currently sitting Directors and those just elected to the subsequent year's Board of Directors
 - b. Nominees for President-elect must have been on the current year's Board of Directors for at least one year.
- (b) In the absence of unforeseen events, the President-Elect shall succeed to the office of President, and take office January 1 of the year immediately following the term as President-Elect, and in the following year succeed to the office of Immediate Past President, subject to election thereto in both instances. If the President-Elect is serving the last year of the term as a Director, election as President shall automatically extend the directorship two (2) years, and the Board of Directors would then consist of no less than eleven (11) Directors.

Section 4. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate, and such as may be assigned to them by the Board of Directors.

Section 5. Executive Committee. The Officers of the Association, the Chief Executive Officer, along with one of the Chapter Presidents, selected by the Chapter Presidents, shall form the Executive Committee. All actions of the Executive Committee shall be subject to the direction and approval of the Board of Directors.

Section 6. Election of Directors.

- (a) At least ninety (90) days prior to the Annual Meeting, a Nominating Committee shall be appointed by the President, subject to approval by the Board of Directors. The Nominating Committee shall be comprised of seven (7) REALTOR Members, all in good standing, each of whom shall have been a Member of the Board for at least three (3) years. The Nominating Committee shall be comprised of one (1) Past President, three (3) past or current Committee Chairmen at either the local, state, or national level, two (2) current or past Directors, and one (1) Member-at-Large. It shall be the duty of the Nominating Committee to nominate one or more Members in good standing to fill each expiring directorship position.
- (b) The report of the Nominating Committee shall be published to the membership not later than September 30.
- (c) Additional nominations may be made by petition signed by at least ten (10) percent of the Primary REALTOR® Membership. Said petitions must be received at the Board Office at least thirty (30) days prior to the Annual Meeting. Each petition shall contain not more than one nominee for a directorship. No person shall sign more than one petition for each available directorship.
- (d) A nominee whether reported out by the nominating committee or by petition shall have been a Primary REALTOR® Member of the Grosse Pointe Board for at least two years prior to the Annual Meeting and shall acknowledge acceptance as a candidate i.
- (e) There shall be no more than two Director Nominees from any one firm, partnership or corporation. In the event election results in more than two elected directors from one firm, the person receiving the fewer votes is deemed not elected.
- (f) At least twenty (20) days prior to the Annual Meeting, an official ballot shall be delivered to each REALTOR Member in the manner prescribed by the Board of Directors
- (g) Each elector shall vote for no more than the number of directorships to be filled. Any ballot voted improperly shall be voided.
- (h) The President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) Affiliate Members to oversee the election.
- (i) Only those ballots shall be counted which are received at the Board Office by 12:00 p.m. on the day prior to the Annual Meeting. The nominee for each directorship receiving the greatest number of votes shall be deemed elected; those members receiving the greatest number of votes shall be elected to the longest available terms. In case of a tie vote, the matter shall be decided by lot by the Election Committee.
- (j) The results of balloting for election of Directors shall be announced at the Annual Meeting.
- (k) The election of officers shall be published to the membership at the earliest possible date, indicating the successful candidates' names and office or title to which elected.
- (l) All election reports and documents shall be sealed in a package and filed at the Board Office until such time as they are destroyed by resolution of the Board of Directors.

Section 7. Vacancies. Vacancies among the Officers and Directors shall be filled by the Board of Directors until the next annual election.

Section 8. Removal of Officers and Directors. In the event an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure (Those instances outlined in Article VII, Section 2 and Article VII, Section 4 (f) do not fall under these requirements):

- (a) A petition requiring the removal of an Officer or Director and signed by not less than one-third (1/3) of the

voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

- (b) Upon receipt of the petition, and not less than twenty (20) days, nor more than forty-five (45) days thereafter, a special meeting of the REALTOR® members of the Board shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- (c) The special meeting shall be noticed to all REALTOR® Members at least ten (10) days prior to the meeting and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths (3/4) vote of Members present and voting shall be required for removal from office.